



Regional Transportation Authority

300 N. State Street, Chicago, Illinois 60610
312 836/4000

RECORDATION NO. 9059 C Filed & Recorded

RECORDATION NO. 9059 A Filed & Recorded

RECORDATION NO. 9059 A Filed & Recorded

JUL 26 1978 -4 10 PM

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JUL 26 1978 -4 10 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION 13, 1978

RECORDATION NO. 9059 D Filed & Recorded

JUL 26 1978 -4 10 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 9059 H Registered MAIL - Return Receipt Requested

JUL 26 1978 -4 10 PM

Re: Lease of equipment to Chicago, Rock Island and
Pacific Railroad Company

RECORDATION NO. 9059-E Filed & Recorded

JUL 26 1978 -4 10 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Enclosed herewith for filing with respect to that certain
"Equipment Lease Agreement Between William M. Gibbons, Trustee of the
Property of the Chicago, Rock Island and Pacific Railroad Company and
the Regional Transportation Authority," dated September 16, 1977,
previously filed with you (recordation No. 9059, Nov. 1, 1977) please
find one original and two certified copies of:-

RECORDATION NO. 9059 D Filed & Recorded

JUL 26 1978 -4 10 PM

a) "Equipment Lease Supplement No. 7," dated
May 21, 1978;

INTERSTATE COMMERCE COMMISSION

b) "Equipment Lease Supplement No. 8," dated
May 31, 1978;

c) "Equipment Lease Supplement No. 9," dated
June 12, 1978;

d) "Equipment Lease Supplement No. 10," dated
June 12, 1978;

e) "Equipment Lease Supplement No. 11," dated
June 20, 1978;

f) "Equipment Lease Supplement No. 12," dated
June 20, 1978;

g) "Equipment Lease Supplement No. 13," dated
June 28, 1978.

Also enclosed is the Authority's check for \$50.00 for the filing fee.

8-207A174

NO

JUL 26 1978

Date

Fee \$ 50-

ICC Washington, D. C.

Interstate Commerce Commission
July 13, 1978
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The parties to the lease and lease supplements are the Regional Transportation Authority of Illinois, 300 North State Street, Chicago, Illinois 60610, as lessor, and William M. Gibbons, as Trustee of the property of the Chicago, Rock Island and Pacific Railroad Company, 332 South Michigan Avenue, Chicago, Illinois 60604, as lessee.

The equipment covered by the lease supplements is four railroad passenger locomotive, and eighteen bi-level commuter cars more particularly described as follows:

a) A.A.R. mechanical description: Passenger locomotive.

Manufacturer: EMD Electromotive division,
General Motors Corporation

Description: F-40-PH (B-32 A)

Manufacturer's numbers: 766062-13; 766062-11;
766062-26 and 766062-27

RTA Numbers: 110; 112; 125 and 126

Quantity: Four

Identifying marks: "Regional Transportation
Authority - Owner".

b) A.A.R. mechanical description: Bi-level commuter cars.

Manufacturer: Budd Company

Description: RTA Specification 76-13

Manufacturer's numbers: 9655-830-8239;
9655-830-8242;
9655-830-8241;
9655-830-7287;
9655-830-7286;
9655-830-7285;
9655-830-7284;
9655-830-7288;
9655-830-7289;
9655-830-8243;
9655-830-7290;
9655-830-7291;
9655-830-8240;
9655-830-7292;
9655-830-7293;
9655-830-7294;
9655-830-7295;
9655-830-8244.

RTA Numbers: 8239; 8242; 8241; 7287; 7286; 7285;
7284; 7288; 7289; 8243; 7290; 7291;
8240; 7292; 7293; 7294; 7295; 8244.

Quantity: Eighteen

Identifying marks: "Regional Transportation Authority -
Owner"

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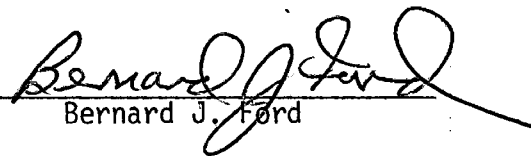
The original documents should be returned to:

William G. McMaster, Jr.
Hopkins, Sutter, Mulroy, Davis
& Cromartie
One First National Plaza
Chicago, Illinois 60603
(312) 786-6620

Please refer any questions concerning this matter directly to
Mr. McMaster.

Regional Transportation Authority

By: _____


Bernard J. Ford

APPENDIX A

RECORDATION NO. 90594 Filed & Recorded

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INTERNATIONAL COMMERCE COMMISSION

EQUIPMENT LEASE SUPPLEMENT NO. 12

This Equipment Lease Supplement No. 12 is entered into as of June 20, 1978, by and between the REGIONAL TRANSPORTATION AUTHORITY ("Authority"), and WILLIAM M. GIBBONS, TRUSTEE of the Property of the Chicago, Rock Island and Pacific Railroad Company ("Railroad").

1. The purchase by the Authority of the Equipment described in this Equipment Lease Supplement has been funded in part by the Urban Mass Transportation Administration of the United States Department of Transportation ("UMTA") (Project IL-03-0049), and by the Illinois Department of Transportation ("IDOT") (Project CAP-75-050-FED).

2. The Authority and Railroad have entered into an Equipment Lease Agreement dated September 16, 1977 ("Equipment Lease Agreement"), which provides for the execution and delivery from time to time of Equipment Lease Supplements in the form hereof for the purpose of leasing railroad bi-level commuter cars and locomotives under the Equipment Lease Agreement as and when delivered by the Authority to Railroad in accordance with the terms thereof.

3. The Authority hereby delivers and leases to Railroad under the Equipment Lease Agreement, and Railroad hereby accepts and leases from the Authority under the Equipment Lease Agreement, on this date, the following described railroad bi-level commuter cars and locomotives (the "Delivered Units"):

Manufacturer: EMD ELECTRO-MOTIVE, Div. of Gen. Motors Corp.
Description: F-40-PH (B-32-A)
Specifications: RTA 76-4.

Manufacturer's numbers: 766062-

RTA numbers: 110-125-126

Railroad numbers: NONE

Funded by UMTA Project IL-03-0049 and IDOT Project CAP-75-050-FED.

4. Railroad hereby confirms to the Authority that, as between Railroad and the Authority, Railroad has accepted the Delivered Units for all purposes of this Equipment Lease Supplement and of the Equipment Lease Agreement. Railroad hereby certifies and acknowledges that each Delivered Unit (a) has been delivered to, and inspected by, Railroad, (b) is of a size, design, capacity and manufacture acceptable to Railroad for lease under this Equipment Lease Supplement and the Equipment Lease Agreement, (c) is suitable for Railroad's purposes, and (d) is in good working order, repair and condition.

5. All of the terms and provisions of the Equipment Lease Agreement are hereby incorporated by reference in this Equipment Lease Supplement to the same extent as if fully set forth herein.

IN WITNESS WHEREOF, the Authority and Railroad have caused this Equipment Lease Supplement to be duly executed as of the date and year first written above.

REGIONAL TRANSPORTATION AUTHORITY

By: B. J. [Signature]

WILLIAM M. GIBBONS, TRUSTEE of the
Property of the Chicago, Rock Island
and Pacific Railroad Company

by Donald J. Lippert

ACKNOWLEDGEMENT

State of Ill.)
County of Cook) SS

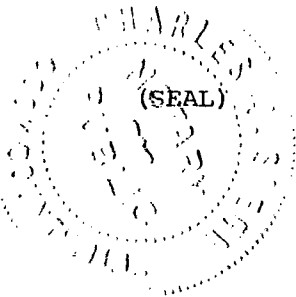
On this 21st day of June, 1978
before me personally appeared Donald J. Lippert
(Name)

to me personally known, who being by me duly sworn, says that he is
the Treasury Financial Research of the Chicago, Rock Island
(Title)

and Pacific Railroad Company, that the seal affixed to the foregoing
instrument is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by authority of
William M. Gibbons, as Trustee of the property of said corporation,
and he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Charles J. Lige
(Title of Officer)

My commission expires March 7, 1982



ACKNOWLEDGEMENT

State of Illinois)
)
County of Cook) SS
)

On this 22nd day of June, 1978,
before me personally appeared Bernard J. Ford,
(Name)

to me personally known, who being by me duly sworn,
says that he is the Director of Transportation
(Title) ;

of the Regional Transportation Authority of the State of
Illinois, that such Authority has no seal, that the
foregoing Equipment Lease Supplement was signed on behalf
of said Authority by authority of its Board of Directors,
and he acknowledged that the execution of the foregoing
Equipment Lease Supplement was the free act and deed of
said Authority.

(SEAL)

My commission expires

Martin L. Martin
June 30, 1981

State of Illinois)
County of Cook) SS
)

Certificate

I, MARY P. HOLEWINSKI, a notary public in
and for the county and state aforesaid, hereby certify
that I have examined the foregoing copy of Equipment
Lease Supplement No. 12, dated June 20, 1977,
have compared it to the original thereof, and that the
foregoing copy is a true, correct and complete copy of
such original in all respects.

Mary P. Holewinski
, Notary Public

(SEAL)